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**LAW OFFICES OF
LOUIS E. GITOMER**

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SURFACE TRANSPORTATION BOARD

THE ADAMS BUILDING, SUITE 301
600 BALTIMORE AVENUE
TOWSON, MARYLAND 21204-4022
(202) 466-6532
FAX (410) 332 0885

October 1, 2008

Honorable Anne K. Quinlan
Acting Secretary
Surface Transportation Board
Washington, DC 20423

Dear Acting Secretary Quinlan:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Railcar Master Net Lease Agreement, a primary document, dated as of September 30, 2008. We request that this document be given the next available recordation number.

The names and addresses of the parties to Memorandum of Railcar Master Net Lease Agreement are:

Lessor:

GATX Corporation
222 West Adams Street
Chicago, IL 60606-5312

Lessee:

Texas Competitive Electric Holdings Company, LLC
1601 Bryan Street
Dallas, TX 75201

A description of the equipment covered by Memorandum of Railcar Master Net Lease Agreement consists of 280 4200 cubic foot 286,000 pound GRI aluminum open-top rapid discharge AutoFlood III hopper railcars marked and numbered TX TX 83001-83280, inclusive.

Honorable Anne K. Quinlan
October 1, 2008
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A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204

A short summary of the document to appear in the index follows: a Memorandum of Railcar Master Net Lease Agreement between GATX Corporation, 222 West Adams Street, Chicago, IL 60606-5312, and Texas Competitive Electric Holdings Company, LLC, 1601 Bryan Street, Dallas, TX 75201, covering 280 4200 cubic foot 286,000 pound GRI aluminum open-top rapid discharge AutoFlood III hopper railcars marked and numbered TXUX 83001-83280, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF RAILCAR MASTER NET LEASE AGREEMENT

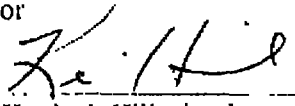
THIS MEMORANDUM OF RAILCAR MASTER NET LEASE AGREEMENT is made and entered into as of September 30, 2008, between GATX CORPORATION ("Lessor"), 222 West Adams Street, Chicago, IL 60606-5312, and TEXAS COMPETITIVE ELECTRIC HOLDINGS COMPANY, LLC ("Lessee"), 1601 Bryan Street, Dallas, TX 75201, with reference to the following:

1. Pursuant to a Railcar Master Net Lease Agreement dated as of September 30, 2008 between Lessor and Lessee, and Supplements No. 1 and No. 2 thereunder (collectively, the "Lease Documents"), Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit A attached hereto (the "Railcars").
2. The Lease Documents are effective as of September 30, 2008 and as of such date the Railcars are subject to the lease term and alternate security interest as described in the Lease Documents.
3. This Memorandum of Railcar Master Net Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Railcar Master Net Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Master Net Lease Agreement to be executed as of the date first above written.

GATX CORPORATION,
as Lessor

By: 
Name: Kevin J. Hillesland
Title: Vice President and Managing Director,
Structured Finance

TEXAS COMPETITIVE ELECTRIC
HOLDINGS COMPANY LLC
as Lessee

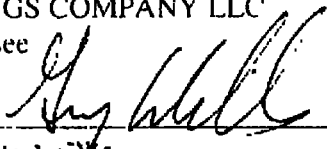
By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Master Net Lease Agreement to be executed as of the date first above written.

GATX CORPORATION,
as Lessor

By: _____
Name: _____
Title: _____

TEXAS COMPETITIVE ELECTRIC
HOLDINGS COMPANY LLC
as Lessee

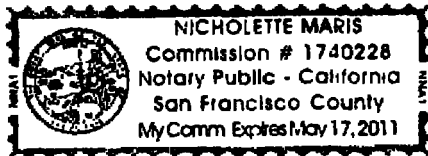
By:  _____
Name: Gay Wilks
Title: Assistant Treasurer

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

On September 29, 2008 before me, Nicholette Maris, Notary Public, personally appeared Kevin J. Hillesland, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

Witness my hand and official seal



..... *Nicholette Maris*
Notary Public
My Commission expires: May 17, 2011

STATE OF TEXAS

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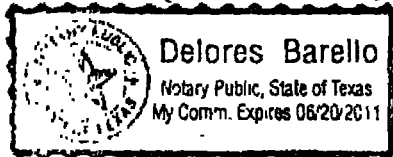
1 ss.

COUNTY OF DALLAS

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On this 30th day of September, 2008, before me, Dee Barelo, the undersigned Notary Public, personally appeared Greg Wilks personally known to me to be the person who executed the within instrument as Assistant Treasurer on behalf of the limited liability company therein named, and acknowledged to me that the limited liability company executed it.

{Seal}



Delores Barelo
Notary Public

My commission expires:

June 20 , 2011

EXHIBIT A
TO MEMORANDUM OF RAILCAR MASTER NET LEASE AGREEMENT

DESCRIPTION OF RAILCARS AND REPORTING MARKS

Supplement No. 1:

One hundred and forty (140) 4200 cubic foot 286,000 pound GRL aluminum open-top rapid discharge AutoFlood III hopper railcars marked and numbered TXUX 83001 through TXUX 83140 (inclusive).

Supplement No. 2:

One hundred and forty (140) 4200 cubic foot 286,000 pound GRL aluminum open-top rapid discharge AutoFlood III hopper railcars marked and numbered TXUX 83141 through TXUX 83280 (inclusive).